

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

**MONTHLY FEE STATEMENT OF SUGAR FELSENTHAL GRAIS & HELSINGER
LLP FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR SEPTEMBER 2020**

Name of Applicant:	Sugar Felsenthal Grais & Helsinger LLP
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	September 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$73,350.00 ² 80% = \$58,680.00 20% = \$14,670.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$58,680.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

² Pursuant to the Committee's retention of SFGH, SFGH invoices the Committee at a blended hourly rate of \$500.

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfgh.com
evandesteeg@sfgh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: October 7, 2020

SUGAR ESENCIAL GRAIS & NELSON LLP
30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

General Case Administration

Page: 1
 09/30/2020
 Account No: 10836-001
 Statement No: 264251

Fees

Hours

09/02/2020	MAB	Strategy conference with John Lucas regarding PPP and sale status (0.4); strategy conference with committee professionals regarding same (0.5); draft e-mail memorandum to Sheldon Stone and James Morden regarding financial projections (0.3); strategy conference with committee professional working group regarding recovery strategy (0.5)	1.70	977.50
09/03/2020	MAB	Review derivative standing issue regarding Mark Sellers' bankruptcy (0.3).	0.30	172.50
09/09/2020	MAB	Strategy conference with committee professionals regarding sale, PPP issue, and other pressing issues (0.5).	0.90	517.50
09/10/2020	MAB	Review draft stipulation granting derivative standing to committee to file claim in Mark Sellers' bankruptcy (0.3); email correspondence with Paul Hage regarding same (0.2).	0.20	115.00
	EBV	Review stipulation for derivative standing regarding Sellers claim (0.2).	0.20	131.00
09/11/2020	MSM	Telephone call with Michael Brandess regarding Sellers' claim (0.2).	0.20	137.00
	MAB	Telephone conference with Mark Melickian regarding derivative standing to file Sellers' claim (0.2 - N/C)	0.20	N/C
09/15/2020	EBV	Strategy conference with Michael A. Brandess regarding potential next steps and strategy following committee call (0.4).	0.40	262.00
	MAB	Participate in status conference (0.3); strategy conference with Elizabeth Vandesteeg regarding potential distribution strategy (0.4 - N/C); telephone conference with John Lucas regarding case status (0.5); email correspondence with James Morden regarding claims bar date (0.2).	1.00	575.00
09/16/2020	MAB	Prepare for (0.8) and participate in (0.5) Mark Sellers' 341 meeting; email correspondence with Committee professionals regarding same (0.2); telephone conference with Paul Hage regarding same (0.3).	1.00	575.00
09/17/2020	MAB	Draft strategy memorandum to committee professionals regarding next steps (0.3).	0.30	172.50
09/18/2020	EBV	Telephone conference with debtors' professionals regarding case status (0.6)	0.60	393.00

General Case Administration

			Hours	
09/21/2020	MSM	Telephone call with Michael Brandess regarding case issues and strategy (0.5).	0.50	342.50
	MAB	Strategy conference with Mark Melickian regarding case status (0.5)	0.50	287.50
09/22/2020	MSM	Research, prepare calculations, and prepare initial draft of Barfly estate proof of claim addendum in Mark A. Sellers case (2.2).	2.20	1,507.00
09/24/2020	EBV	Review and revise UCC proof of claim in Mark Sellers' bankruptcy (0.3).	0.30	196.50
09/27/2020	MAB	Finalize and file claim in Mark Sellers' bankruptcy case (0.6).	0.60	345.00
09/29/2020	EBV	Review Mark Sellers' Chapter 5 Trustee report (0.4)	0.40	262.00
		For Current Services Rendered	11.30	6,968.50
		Total Non-billable Hours	0.20	

		Recapitulation		
Timekeeper		Hours	Rate	Total
Mark S. Melickian		2.90	\$685.00	\$1,986.50
Elizabeth B. Vandesteeg		1.90	655.00	1,244.50
Michael A. Brandess		6.50	575.00	3,737.50

Total Current Work 6,968.50

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Page: 1

09/30/2020

Account No: 10836-004
 Statement No: 264253

Attn: Sharon Murphy, Director of Credit

Investigation of Operations & Assets

Fees

			Hours	
09/01/2020	MAB	Draft PPP temporary restraining order motion (3.2); telephone conference with John Lucas regarding same (0.3).	3.50	2,012.50
	JTW	Phone call with Elizabeth Vandesteeg regarding PPP Loan use for rent payments (0.3)	0.30	174.00
09/02/2020	EBV	Call with Debtors' counsel regarding adversary and TRO with respect to PPP usage and status of actual PPP funds expected to be remaining at/post-sale closing (0.4); strategy conference with Paul Hage regarding strategy as to potential paths for recovery to general unsecured creditors in light of cash burn and reserve (0.5).	0.90	589.50
		For Current Services Rendered	4.70	2,776.00

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	0.90	\$655.00	\$589.50
Jeremy T. Waitzman	0.30	580.00	174.00
Michael A. Brandess	3.50	575.00	2,012.50

Total Current Work

2,776.00

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Page: 1

09/30/2020

Account No: 10836-005
 Statement No: 264254

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

									Hours	
09/04/2020	MAB	Prepare August monthly fee statement (0.9).							0.90	517.50
		For Current Services Rendered							0.90	517.50
Recapitulation										
	Timekeeper								Hours	
	Michael A. Brandess								0.90	
									Rate	
									\$575.00	
									Total	
									\$517.50	
		Total Current Work								517.50

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Page: 1
 09/30/2020
 Account No: 10836-009
 Statement No: 264257

Attn: Sharon Murphy, Director of Credit

Budget & Financial Issues

Fees

			Hours	
09/14/2020	MAB	Email correspondence with John Lucas and Paul Neitzel regarding strategy conference (0.2).	0.20	115.00
09/15/2020	EBV	Various emails between committee professionals regarding status of communications with Rock Creek regarding budget assumptions (0.3).	0.30	196.50
	MAB	Email correspondence with Paul Neitzel regarding financial forecasts (0.2); Email correspondence with Nathan Gimpel regarding financing documents (0.3); email correspondence with Etahn Cohen regarding same (0.2); email correspondence with Sheldon Stone regarding same (0.2).	0.90	517.50
09/16/2020	EMC	Telephone conference with committee professionals regarding new loan agreement (0.8); review and revise proposed loan agreement (1.6).	2.40	1,560.00
	EBV	Attention to draft stalking horse post-closing financing documents (0.6).	0.60	393.00
09/17/2020	EMC	Review and revise loan agreements to make the agreement more acceptable for unsecured creditors (1.6); further revisions to agreements based on conversation and email agreements to review (0.7).	2.30	1,495.00
09/18/2020	MAB	Telephone conference with Paul Neitzel regarding financial projections (0.4); telephone conference with Sheldon Stone regarding same (0.3); strategy conference with Elizabeth Vandesteeg and Paul Hage regarding same (0.3)	1.00	575.00
	EBV	Settlement and budget discussions with Michael Brandess and Paul Hage (0.3).	0.30	196.50
09/19/2020	MSM	Review and comment on draft post-petition financing agreement (0.8).	0.80	548.00
		For Current Services Rendered	8.80	5,596.50

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	0.80	\$685.00	\$548.00
Elizabeth B. Vandesteeg	1.20	655.00	786.00
Etahn M. Cohen	4.70	650.00	3,055.00
Michael A. Brandess	2.10	575.00	1,207.50

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Page: 1
 09/30/2020
 Account No: 10836-011
 Statement No: 264258

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees

			Hours	
09/01/2020	MAB	Draft agenda for committee call (0.3); participate in same (0.6).	0.90	517.50
	EBV	Committee call regarding case updates (0.6 - N/C).	0.60	N/C
09/03/2020	MAB	Telephone conference with Doug DeKock regarding sale status (0.3).	0.30	172.50
09/08/2020	EBV	Weekly committee call (0.6 - N/C).	0.60	N/C
	MAB	Participate in weekly committee call (0.6)	0.60	345.00
09/09/2020	MAB	Multiple email correspondence with committee regarding special meeting (0.3)	0.30	172.50
09/10/2020	MAB	Telephone conference with committee regarding sale options (1.2 - N/C).	1.20	N/C
	EBV	Prepare for (0.3) and participate in (1.2) committee call regarding sale objection strategy.	1.50	982.50
09/11/2020	MAB	Draft email memorandum to committee regarding sale update (0.5); email correspondence with individual committee members regarding same (0.3).	0.80	460.00
09/15/2020	EBV	Review agenda for upcoming weekly committee call (0.1) weekly committee call (0.6).	0.70	458.50
	MAB	Draft agenda for committee meeting (0.3); participate in same (0.6 - N/C).	0.30	N/C
09/16/2020	MAB	Email correspondence with committee regarding special meeting (0.2).	0.20	115.00
09/18/2020	MAB	Telephone conference with committee regarding sale, potential litigation claims, and go-forward strategy (0.7 - N/C).	0.70	N/C
	EBV	Committee call regarding negotiations with stalking horse and concessions regarding financing agreement and sellers' claim (0.7).	0.70	458.50
09/22/2020	EBV	Communications with committee regarding sale objection discussions (0.3).	0.30	196.50
09/23/2020	EBV	Prepare (0.2) for and participate in (0.7) committee call regarding sale objection.	0.90	589.50
	MAB	Telephone conference with committee regarding sale objection and		

Committee Meetings & Governance

				Hours	
		go-forward strategy (0.3); e-mail correspondence and telephone conference with Jason Torf and John Cannizzaro regarding same (0.4).		0.70	402.50
09/24/2020	MAB	Multiple email updates to committee regarding case update (0.7).		0.70	402.50
09/27/2020	MAB	Email correspondence and telephone conference with committee regarding sale status (0.4).		0.40	230.00
09/29/2020	MAB	Participate in committee conference call (0.7).		0.70	402.50
	EBV	Weekly committee call (0.7 - N/C).		0.70	N/C
		For Current Services Rendered		9.70	5,905.50
		Total Non-billable Hours		4.10	
Recapitulation					
Timekeeper			Hours	Rate	Total
Elizabeth B. Vandesteeg			4.10	\$655.00	\$2,685.50
Michael A. Brandess			5.60	575.00	3,220.00
Total Current Work					5,905.50

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Page: 1
 09/30/2020
 Account No: 10836-012
 Statement No: 264259

Attn: Sharon Murphy, Director of Credit

Asset Sales

Fees

			Hours	
09/01/2020	MAB	Telephone conference with Robert Hersch regarding sale status (0.5); review bid comparison chart and distribution summary (0.6); strategy conference with committee professionals regarding same (0.2 - N/C).	1.10	632.50
09/08/2020	EBV	Email correspondence (0.2) and telephone call with (0.4) John Lucas and committee professionals regarding sale and status update; strategy conference with Paul Hage regarding next steps in light of confirmation that secured lender proceeding with credit bid (0.2).	0.80	524.00
09/09/2020	MAB	Draft objection to sale motion (4.3); telephone conference with lenders' counsel regarding same (0.3); multiple strategy conferences with committee professionals regarding same (0.4 - N/C); telephone conference with Jason Torf regarding same (0.2); telephone conference with Sheldon Stone regarding same (0.2); email correspondence with Robert Hersch regarding same (0.2).	5.20	2,990.00
	EBV	Strategy conference with Michael Brandess and P. Hage regarding committee sale objection outline plan issues (0.6); email correspondence with John Lucas regarding same (0.2); call with Michael Brandess regarding potential next steps and strategy in light of call with counsel for secured lender (0.4).	1.20	786.00
09/10/2020	MAB	Draft objection to sale motion (4.9); multiple strategy conferences and email correspondence with committee professionals regarding same (0.8); multiple telephone conferences with Nathan Gimpel regarding same (0.3); telephone conference with John Lucas regarding same (0.2); telephone conference with John Lucas, Paul Hage, and Robert Hersch regarding same (0.4).	6.60	3,795.00
	EBV	Various communications with committee professionals regarding same and regarding outline of objection and regarding update from Robert Hersch (1.0); various communications between committee professionals regarding strategy as a result of ongoing negotiations with secured lender (0.3 - N/C).	1.00	655.00
09/11/2020	MAB	Email correspondence with John Lucas regarding extension to objection deadline (0.1).	0.10	57.50
	EBV	Analysis regarding impact of further continuation of sale hearing (0.3).	0.30	196.50
09/14/2020	MAB	Telephone conference with Nathan Gimpel regarding sale and financing related concerns (0.3); email correspondence with Sheldon Stone regarding		

Account No:
Statement No:

Asset Sales

			Hours	
		same (0.2).	0.50	287.50
	EBV	Various communications with multiple parties regarding upcoming/continued status hearing on sale (0.3 - N/C).	0.30	N/C
09/16/2020	MAB	Multiple strategy conferences with committee professionals regarding proposed financing arrangement (0.8); email correspondence with Michael Maggio regarding potential objection to sale (0.3).	1.10	632.50
09/18/2020	MAB	Strategy conference with committee professional working group regarding remaining sale issues (0.3); email correspondence with Nathan Gimpel regarding same (0.2).	0.50	287.50
09/20/2020	MAB	Draft objection to sale motion (3.9).	3.90	2,242.50
09/21/2020	EBV	Strategy conference with Michael Brandess regarding draft objection to sale/APA (0.2); review and analysis of case law rejecting debtor's business judgement in connection with proposed 363 sale (1.1); attention to and analysis regarding responses from secured creditor regarding UCC demands in lieu of objection to sale (0.9).	2.20	1,441.00
	MAB	Draft objection to sale motion (5.8); telephone conference with Nathan Gimpel regarding same (0.2); strategy conference with committee professional working group regarding same (0.6 - N/C).	6.00	3,450.00
09/22/2020	EBV	Sale objection discussions with Paul Hage and Michael Brandess (0.7); review revised draft sale objection (0.6).	1.30	851.50
	MAB	Draft objection to sale motion (7.1).	7.10	4,082.50
09/23/2020	EBV	Review and revise committee objection to stalking horse sale motion (3.3) various multiple calls and emails with Michael Brandess and Paul Hage regarding same (1.6); review UST objection to sale motion (0.5).	5.40	3,537.00
	MAB	Review revisions to draft sale objection (0.3); strategy conference with committee professionals regarding same (1.6 - N/C); research case law relevant to same (1.4); revise objection (3.2).	4.90	2,817.50
09/24/2020	EBV	Prepare for upcoming contested sale hearing (3.7); call with debtors' counsel re same (0.3).	4.00	2,620.00
	MAB	Email correspondence and telephone conference with John Lucas regarding objection (0.4); strategy conference with committee professionals regarding same (0.3); prepare for sale hearing including preparation of argument outline (1.6); telephone conference with Jason Torf regarding sale (0.4); review and summarize response to committee objection (0.8).	3.50	2,012.50
09/25/2020	EBV	Prepare for contested sale hearing (3.2); attend and argue at sale hearing and continued sale hearing (3.1); attend mediation on sale objections (6.4); strategy conference with Paul Hage regarding next steps for analysis regarding potential settlement in light of mediation discussions (0.3).	13.00	8,515.00
	MAB	Prepare for sale hearing with committee professionals (0.8); multiple strategy conferences with committee professionals regarding mediation (2.4); Participate in sale hearing (3.2 - N/C).	3.20	1,840.00

Asset Sales

			Hours	
09/26/2020	EBV	Multiple various communications between committee professionals regarding potential for settlement with lenders regarding terms of proposed sale (2.2).	2.20	1,441.00
	MAB	Telephone conference with John Lucas regarding sale status (0.3); multiple strategy conferences with committee professionals regarding same (1.3 - N/C).	0.30	172.50
09/27/2020	MAB	Multiple strategy conferences with committee professionals regarding sale and potential settlement (1.2); email correspondence with Judge Gregg regarding same (0.2).	1.40	805.00
	EBV	Ongoing strategy communications with Committee professionals regarding budget issues and sale negotiations (1.4).	1.40	917.00
	MAB	Multiple telephone conferences with committee professionals regarding sale objection and go-forward approach (0.6); revise term sheet (0.3); multiple telephone conferences with James Morden regarding winddown budget (0.7); review draft budget regarding same (0.4); telephone conference with Judge Gregg and committee professionals regarding potential settlement of sale objection (0.4); telephone conference with John Lucas regarding same (0.3).	2.70	1,552.50
09/28/2020	EBV	Continued mediation by telephone with Judge Gregg and committee counsel (0.5); ongoing communications with committee professionals regarding sale objection negotiations (0.7); review scheduling order for upcoming evidentiary sale hearing (0.2); review revised term sheet for settlement proposal (0.2).	1.60	1,048.00
09/29/2020	MAB	Strategy conference with committee professionals regarding sale objection (0.5); telephone conference with debtors' professionals regarding same (0.4); email correspondence with Judge Gregg regarding same (0.4); draft sale hearing witness list (0.4); Multiple telephone conferences with James Morden regarding winddown budget (0.8 - N/C).	1.70	977.50
	EBV	Detailed review and analysis of proposed amended sale order (1.6); amended winddown budget review and analysis (0.2); strategy conference with Paul Hage regarding budget and revised settlement proposal term sheet (0.5); conference call with Committee and Debtors' professionals to discuss revised, agreed winddown budget (1.2); follow up call with Paul Hage regarding same (0.4); multiple ongoing emails with various case professionals and Judge Gregg regarding continued sale objection settlement negotiations (0.4); review draft witness list for continued sale hearing (0.2).	4.50	2,947.50
09/30/2020	MAB	Email correspondence with committee professionals regarding witness list and discovery (0.2); email correspondence with James Morden regarding winddown budget (0.1); revise sale order (3.1); multiple strategy conferences with committee professionals regarding same (0.5); multiple telephone conferences with Jason Torf regarding same (0.7); telephone conference and email correspondence with Judge Gregg regarding same (0.3); strategy conference with committee professionals regarding discovery (0.5).	5.50	3,162.50
	EBV	Attention to witness list and other discovery-related gating questions for upcoming continued sale hearing (0.9); multiple telephone calls with Michael Brandess and Paul Hage regarding status of settlement negotiations and sale order revisions and for next steps on timing and scope of potential discovery (1.2); review and revise proposed draft sale order (0.7.)	2.80	1,834.00

Asset Sales

	Hours	
For Current Services Rendered	97.00	59,111.00
Total Non-billable Hours	0.30	

	Recapitulation		
Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	41.70	\$655.00	\$27,313.50
Michael A. Brandess	55.30	575.00	31,797.50

Total Current Work	59,111.00
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Attn: Sharon Murphy, Director of Credit

Litigation & Contested Matters

Page: 1
 09/30/2020
 Account No: 10836-015
 Statement No: 264260

Fees

			Hours	
09/01/2020	EBV	Email correspondence (0.3) and conference call (0.6) between Committee professionals and Debtors' counsel regarding TRO and adversary complaint; strategy conference with committee professionals regarding same (0.2); continue to review and revise draft TRO (1.1); review and revise draft adversary complaint (2.3); strategy conference with Jeremy Waitzman regarding lease and payment term modification in light of PPP regulations (0.5).	5.00	
09/15/2020	MAB	Email correspondence with John Lucas regarding director and officer insurance (0.2); review copies of same (0.5); email correspondence with Mark Melickian regarding same (0.2).	0.90	
09/16/2020	MSM	Collect and review insurance memoranda on D&O claims (0.6); initial review of Barfly policies (0.5); video conference with Michael Brandess, Elizabeth Vandesteeg, and Paul Hage regarding approach to Sellers claims and insurance policies (0.8).	1.90	
	MAB	Strategy conference with Committee professionals regarding potential claims against Mark Sellers (0.8 - N/C).	0.80	N/C
	EBV	Update from Mark Sellers' 341 meeting and consider D&O insurance implications (0.2); strategy conference with Michael Brandess regarding same (0.2); strategy conference with Michael Brandess, Mark Melickian and Paul Hage regarding sellers claims and insurance policy (0.8).	1.20	
09/17/2020	MAB	Review D&O insurance policies regarding potential causes of action (1.3); telephone conference with Paul Hage regarding same (0.2); email correspondence with professional working group regarding same (0.2).	1.70	
	MSM	Analysis of policies and potential claims against insiders (1.2).	1.20	
	EBV	Ongoing development of strategy regarding potential sellers claims (0.4).	0.40	
09/18/2020	MAB	Strategy conference with committee professional working group regarding director and officer insurance and related implications (0.5).	0.50	
	EBV	Attention to sellers claim and D&O potential coverage/exclusions (0.5).	0.50	

Litigation & Contested Matters

			Hours	
09/19/2020	MSM	Conference call with committee counsel team regarding potential insider claims and insurance coverage (0.4).	0.40	
09/21/2020	MAB	E-mail correspondence with Paul Hage regarding insurance issue (0.2).	0.20	
09/22/2020	EBV	Continued analysis regarding potential D&O insurance coverage (0.4).	0.40	
		For Current Services Rendered	14.30	9,207.50
		Total Non-billable Hours	0.80	
		Total Current Work		9,207.50

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